

## **Exhibit 81**

# ResCap

To: Members of the Residential Capital, LLC Audit Committee:

Jonathan Ilany  
John Mack  
Ted Smith  
Pam West

cc: Steve Abreu  
Tom Marano  
Jim Whitlinger

**Residential Capital, LLC Audit Committee Meeting**

**Monday, January 30, 2012, 2:30 – 4:30 pm (ET)**

Dial-in No.: 866-203-0920 / International No.: 206-445-0056

Conference Code: 53396-93036

The special telephonic meeting of the ResCap Audit Committee will be held

**Monday, January 30, 2012, from 2:30 to 4:30 pm (ET).** The agenda and supporting materials are attached.

All directors are invited to attend the meeting. Please let me know if you are unable to participate. Feel free to contact me by phone (313.656.6301) or e-mail ([cathy.quenneville@ally.com](mailto:cathy.quenneville@ally.com)) should you have any questions. Thank you.

Cathy Quenneville  
Secretary  
1/27/12

Attachments

Additional cc:	Ann Cummings	Jim Mackey
	Cathy Dondzila	Joe Moldovan
	Tammy Hamzehpour	Tom Robinson
	Carol Larson	Bill Solomon
	David Lerner	Brad Stevenson
	Jack Levy	Dan Tucci

**ResCap Audit Committee**  
**Monday, January 30, 2012**  
**2:30 – 4:30 pm (ET)**

**AGENDA**

- |  |          |         |
|--|----------|---------|
| 1. <b><u>Approval of Minutes of meeting held December 19, 2011</u></b><br><i>Pam West</i>  | (5 min)  | 2:30 pm |
| 2. <b><u>Information Security Update</u></b><br><i>Deborah Wheeler</i>   | (20 min) | 2:35 am |
| 3. <b><u>Approval of 2011 Preliminary Earnings and Review of Accounting and Disclosure Matters</u></b><br><i>Jim Whitlinger and Cathy Dondzila</i> | (75 min) | 2:55 am |
| 4. <b><u>Executive Session</u></b><br>i. Management<br>ii. Deloitte<br>iii. Audit Director   | (20 min) | 4:10 pm |

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RESIDENTIAL CAPITAL, LLC  
AUDIT COMMITTEE

Minutes of the Meeting held by teleconference at 9:00 a.m. on December 19, 2011, pursuant to appropriate notice.

Directors Present: Pamela E. West, Audit Committee Chair  
Jonathan Ilany  
John E. Mack  
Edward F. Smith, III

Recording Secretary: Katherine M. Skover.

Present by invitation:

*Member of the Residential Capital, LLC Board ("ResCap")* – James M. Whitlinger, ResCap Chief Financial Officer.

*From Ally Financial Inc. ("Ally")* – Ann Cummings, General Auditor.

*From ResCap* – Catherine M. Dondzila, Controller and Chief Accounting Officer; and Daniel A. Tucci, Audit Director.

*From Deloitte & Touche LLP ("Deloitte")* – Tom A. Robinson and Brad Stevenson.

*From Morrison Cohen LLP* – Jack Levy, partner.

Ms. West called the meeting to order and Ms. Skover recorded.

MINUTES

The minutes of the Audit Committee meeting held November 4, 2011, which had been previously distributed for review by members of the Committee, were approved as presented.

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